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RECORDATION NO. 16500-5 FILED

NOV 24 '04 2-23 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

November 17, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated as of August 31, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Commission under Recordation Number 16500.

The name and address of the party to the enclosed document are:

Lessor: NBB Philadelphia Lease Co., Ltd.
1-12-11 Nihonbashi, Chou-ku
Tokyo 103, Japan

[Lessee: Consolidated Rail Corporation
1000 Howard Blvd., 4th Floor
Mt. Laurel, New Jersey 08054]

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A description of the railroad equipment covered by the enclosed document
is:

6 locomotives: CSXT 8712 and CSXT 8713 and PRR 6701 – PRR 6705
(excluding PRR 6704).

A short summary of the document to appear in the index is:

Release.

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

16500-6 FILED 1

RELEASE

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SURFACE TRANSPORTATION BOARD

This Release dated as of August 31, 2003 is made by NBB Philadelphia Lease Co., Ltd. "Lessor" / "Assignee".

1. Reference is made to the equipment listed on Schedule A attached hereto (the "Equipment") which is subject to a Lease Agreement dated as of August 31, 1989 between NBB Philadelphia Lease Co., Ltd., "Lessor" and Consolidated Rail Corporation, "Lessee" (Recordation Number 16500, recorded on September 1, 1989); Lease Supplement No.1 dated as of August 31, 1989 between NBB Philadelphia Lease Co., Ltd., Lessor, and Consolidated Rail Corporation, Lessee (Recordation Number 16500-A, recorded on September 1, 1989); Assignment Agreement dated as of August 31, 1989 between Consolidated Rail Corporation "Assignor" and NBB Philadelphia Lease Co., Ltd., "Assignee" (Recordation Number 16500-B, recorded on September 1, 1989); Statement of New Reporting Marks by Consolidated Rail Corporation dated as of September 1, 1998 (Recordation Number 16500-C, recorded on September 4, 1998); Statement of New Reporting Marks by Consolidated Rail Corporation dated as of October 6, 1998 (Recordation Number 16500-D, recorded on October 8, 1998); Amendment Agreement dated as of August 3, 1998 among Consolidated Rail Corporation, "Lessee", Barclays Bank, PLC, "Lender", and NBB Philadelphia Lease Co., Ltd., "Lessor" or "Borrower" (Recordation Number 16500-E, recorded on May 4, 1999, collectively hereinafter the "Agreements", which were duly filed in accordance with 49 U.S.C. 11301 or 11303 as applicable.
2. NBB Philadelphia Lease Co., Ltd., Lessor/Assignee, hereby releases any and all liens, claims and other encumbrances on the Equipment as granted to NBB Philadelphia Lease Co., Ltd., Lessor/Assignee, pursuant to said Agreements.

IN WITNESS WHEREOF, NBB Philadelphia Lease Co., Ltd. has caused this Release to be duly executed by its authorized officer as of the day and year first written above.

By: 

Title: Attorney-in-Fact

Schedule A

Equipment List

Equipment Description

Quantity

EMD SD-60 Locomotives

6

Equipment Identification Numbers

Original
Identification
Number

CR 6843

CR 6844

CR 6845

CR 6846

CR 6847

CR 6849

Current
Identification
Number

PRR 6701

CSXT 8712

PRR 6702

PRR 6703

CSXT 8713

PRR 6705

STATE OF Connecticut :)
COUNTY OF Fairfield :)

SS.:

On this, the 2nd day of November, ²⁰⁰⁴~~2003~~, before me, a notary public, personally appeared Leonard Shavel, to me known, who, being by me duly sworn, did depose and say that he/she is the Attorney-in-Fact of NBB Philadelphia Lease Co. Ltd., one of the parties described in and which executed the foregoing instrument; that said instrument was executed on August 31, 2003 on behalf of said party by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said party.

LINDA ARDITO
Notary Public
State of Connecticut
My Commission Expires April 30, 2005

(Notarial Seal)

Sworn to before me this 2nd day of November, ²⁰⁰⁴~~2003~~.

Linda Ardito
NOTARY PUBLIC
My Commission Expires On 4/30/05